



BERMUDA
THE COMPANIES ACT 1981

MEMORANDUM OF CONTINUANCE OF COMPANY LIMITED BY SHARES
Section 132C(2)

MEMORANDUM OF CONTINUANCE
OF
Sagicor Financial Corporation Limited

(hereinafter referred to as the "Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company as defined by the Companies Act 1981.
3. The authorised share capital of the Company is US\$4,244,941.31 divided into 304,494,131 common shares of US\$0.01 each and 120,000,000 convertible redeemable preference shares of US\$0.01 each.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding [___] in all, including the following parcels:-

N/A

5. Details of Incorporation:

The Company was incorporated in Barbados on 6 December 2002 under the name of Sagicor Financial Corporation.

6. The objects of the Company from the date of continuance are unrestricted.

7. The following are provisions regarding the powers of the Company –

Subject to paragraph 4, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and–

- (i) pursuant to Section 42 of the Act, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
- (ii) pursuant to Section 42A of the Act , the Company shall have the power to purchase its own shares; and
- (iii) pursuant to Section 42B of the Act, the Company shall have the power to acquire its own shares to be held as treasury shares.

Signed by duly authorised persons in the presence of at least one witness attesting the signature thereof:-

D. Tilla
[Signature]

(Authorised persons)

[Signature]
ANDREW C. GREAVES
Attorney-at-Law (Barbados)
[Signature]
ANDREW C. GREAVES
Attorney-at-Law (Barbados)

(Witnesses)

Dated this 20 day of July, 2016

DECLARATION

Company Reg. No: EC/
CD&P Matter No: 492149

Made pursuant to The Companies Act 1981

EXEMPTED COMPANY

In respect of:


Sagicor Financial Corporation Limited

IT IS HEREBY CERTIFIED that at the date of incorporation the principal business of the above-named company is:

Holding

IT IS HEREBY FURTHER CERTIFIED as follows:

Authorised Capital	US\$4,244,941.31
Share Premium Account	
Total Foreign Currency	US\$4,244,941.31
Exchange Rate/Date	1.00 -
Assessable Capital	BD\$4,244,941.31
Appropriate Fee	BD\$8,360.00



Director

Dated: 20 July, 2016

FORM No. 13

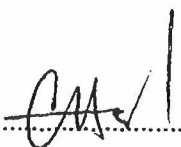


BERMUDA
THE COMPANIES ACT 1981
NOTICE OF ADDRESS OF REGISTERED OFFICE
Pursuant to section 62

Name of Company Sagicor Financial Corporation Limited

In accordance with section 62(2) of the Companies Act, 1981, I hereby give notice
that the address of the registered office of the above-mentioned Company is -

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Signed 

State whether Director or SecretarySecretary

Date20th July, 2016

FORM 13a



BERMUDA
THE COMPANIES ACT 1981

NOTICE OF PLACE OUTSIDE BERMUDA
WHERE A BRANCH REGISTER OF MEMBERS IS BEING KEPT
Pursuant to section 65(3)

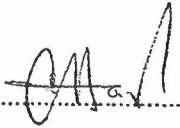
Name of Company: **Sagicor Financial Corporation Limited**

In accordance with section 65(3) of the Companies Act, 1981, I hereby give notice that a branch register of members of the abovementioned Company is being kept at:

Barbados Central Securities Depository Inc
8th Avenue
Belleville, St Michael
BB11114, PO Box 1379

AND

The Trinidad and Tobago Central Depository Limited
10th Floor
Nicholas Tower
63-65 Independence Square
Port of Spain
Trinidad & Tobago

Signed 

Director or Secretary SECRETARY

Date: 20/7/10



**BERMUDA
THE COMPANIES ACT 1981**

**NOTICE OF PLACE OUTSIDE BERMUDA
WHERE A BRANCH REGISTER OF MEMBERS IS BEING KEPT
Pursuant to section 65(3)**

Name of Company: **Sagicor Financial Corporation Limited**

In accordance with section 65(3) of the Companies Act, 1981, I hereby give notice that a branch register of members of the abovementioned Company is being kept at:

Jamaica Central Securities Depository Limited
40 Harbour Street
P.O.Box 1084
Kingston
Jamaica

AND

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
BRISTOL BS99 6ZZ
England

Signed
For and on behalf of Codan Services Limited

Resident Representative

Date: 3rd August, 2016